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UNITED STATES BANKRUPTCY COURT
DISTRICT OF ARIZONA

In Re:)	Chapter 11
)	
BCE WEST, L.P., <i>et al.</i> ,)	Case Nos. 98-12547
)	through 98-12570-ECF-CGC
Debtors.)	Jointly Administered
)	
EID # 38-3196719)	INTERIM AND PROPOSED
)	FINAL ORDER APPROVING
)	AMENDMENT NO. 5 TO DEBTOR
)	IN POSSESSION CREDIT
)	AGREEMENT PURSUANT TO 11
)	U.S.C. § 364

Upon consideration of the motion (the “Motion”) of the debtors and debtors in possession (each a “Debtor,” and collectively “Debtors”) in the above-captioned cases (each a “Chapter 11 Case,” and collectively the “Chapter 11 Cases”) for: (i) entry of an order pursuant to Section 364 of the United States Bankruptcy Code, 11 U.S.C. Sections 101, *et seq.* (the “Bankruptcy Code”), and Rule 4001 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), approving Amendment No. 5 to Debtor in Possession Credit Agreement dated as of September 17, 1999 (the “Fifth Amendment”), contemplated to be entered into

1 among each Debtor, the lenders thereunder (each, a “Lender,” and collectively “Lenders”),
2 General Electric Capital Corporation, in its capacities as a Lender and administrative agent
3 thereunder (“Administrative Agent”), and Bank of America, N.A. (formerly known as Bank of
4 America National Trust and Savings Corporation), in its capacities as a Lender and collateral
5 agent thereunder (“Collateral Agent”) (a true and complete copy of the Fifth Amendment, in
6 substantially final form, is annexed hereto as Exhibit A), and (ii) the setting of a final hearing
7 on approval of the Fifth Amendment, as more fully set forth in the Motion; and it appearing
8 that due notice of the Motion has been given; and it appearing that the relief sought in the
9 Motion is in the best interests of the Debtors, their respective estates, creditors and parties in
10 interest; and sufficient cause appearing therefor; and after due deliberation, it is hereby

11 FOUND, DETERMINED, ORDERED AND DECREED THAT:

- 12 1. The Motion is granted.
- 13 2. The Debtors are authorized to enter into the Fifth Amendment and all related
14 Loan Documents, and to consummate any and all transactions contemplated thereby, and the
15 Fifth Amendment and all such Loan Documents and transactions are approved in their
16 entirety.
- 17 3. The rights and remedies of the Lenders, Administrative Agent and Collateral
18 Agent in respect of the obligations of the Debtors under the Debtor in Possession Credit
19 Agreement dated as of October 5, 1998, among Debtors, Lenders, Administrative Agent and
20 Collateral Agent (the “Credit Agreement”) and granted under the “Final Order Approving
21 Postpetition Financing And Granting Liens and Super Administrative Priority Pursuant to 11
22 U.S.C. §§ 364(c) And (d), And Modifying the Automatic Stay,” entered by the Court on
23 October 29, 1998 (DE # 259), as amended by
24 (i) Amendment No. 1 to Debtor in Possession Credit Agreement dated as of
25 February 24, 1999, approved by the “Interim and Proposed Final Order Approving
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Amendment No. 1 to Debtor in Possession Credit Agreement Pursuant To 11 U.S.C. Section 364,” entered by the Court on February 24, 1999 (DE # 594),

(ii) Amendment No. 2 to Debtor in Possession Credit Agreement dated as of May 25, 1999, approved by the “Interim and Proposed Final Order Approving Amendment No. 2 to Debtor in Possession Credit Agreement Pursuant To 11 U.S.C. Section 364,” entered by the Court on May 25, 1999 (DE # 882),

(iii) Amendment No. 3 to Debtor in Possession Credit Agreement dated as of June 29, 1999, approved by the “Interim and Proposed Final Order Approving Amendment No. 3 to Debtor in Possession Credit Agreement Pursuant To 11 U.S.C. Section 364,” entered by the Court on June 30, 1999 (DE # 991), and

(iv) Amendment No. 4 to Debtor in Possession Credit Agreement dated as of August 30, 1999, approved by the “Interim and Proposed Final Order Approving Amendment No. 4 to Debtor in Possession Credit Agreement Pursuant To 11 U.S.C. Section 364,” entered by the Court on September 8, 1999 (DE # 1185)

are hereby reaffirmed with respect to the Credit Agreement, as amended by the Fifth Amendment.

4. The transactions described in the Motion, the Credit Agreement and the Fifth Amendment and any related Loan Documents have been negotiated in good faith and at arms-length between the Debtors, Lenders, Administrative Agent and Collateral Agent, and any credit extended to the Debtors by Lenders, Administrative Agent and Collateral Agent thereunder shall be deemed to have been extended in good faith, as that term is used in Bankruptcy Code Section 364(e).

5. Debtors shall, on or before September __, 1999, serve by e-mail copies of a notice of entry of this Order, together with a copy of this Order, to the parties on Master Service List No. 12 dated August 26, 1999. The notice of approval of this Order shall state that any party in interest objecting to the entry of a final order on the Motion shall file a

1 written objection with the United States Bankruptcy Court Clerk for the District of Arizona no
2 later than September 22,1999, which objection shall be served so that the same is received at
3 or before 4:00 p.m. (Arizona time) on such date by the Office of the United States Trustee and
4 the counsel to the Debtors, Administrative Agent and Collateral Agent referred to in the notice
5 of entry of this Order that will be sent by Debtors with this Order. If no written objection and
6 request for final hearing on the Motion has been timely filed with this Court, and served upon
7 and received by all parties entitled to notice thereof, this Order shall be deemed to be the final
8 order on such date after 4:00 p.m. (Arizona time) and shall continue on a final basis and
9 remain in full force and effect and constitute final authority for the extension of the financial
10 accommodations contemplated by this Order and the Fifth Amendment, and any objection by
11 any party in interest to the terms of this Order and the relief requested in the Motion shall be
12 deemed forever waived. If a timely objection is filed, served, and received, (y) a written reply
13 thereto shall not be required but may be filed and served so that it is received no later than
14 September 23,1999, at or before 12:00 p.m. (Arizona time) and (z) a final hearing shall be
15 held on the Motion and objections thereto on September 24, 1999, at 10:00 a.m. (Arizona
16 time).

17 Dated this _____ day of September 1999
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20 _____
21 Hon. Charles G. Case
22 UNITED STATES BANKRUPTCY JUDGE
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